

**JSC BANK FOR FOREIGN
TRADE OF VIETNAM**
**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

Address: 198 Tran Quang Khai St., Hanoi
Business Registration No. : 0100112437
12th revision dated December 16th 2016

Hanoi, April 27th, 2018

PROPOSAL

ON THE ELECTION OF MEMBER OF SUPERVISORY BOARD FOR THE TERM 2018 - 2023

Pursuant to:

- *The Law on Credit Institutions No. 47/2010/QH12 promulgated by the National Assembly of the Socialist Republic of Vietnam on June 16th, 2010;*
- *The Law on Enterprise No. 68/2014/QH13 promulgated by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2014 and implementation guidelines;*
- *The amended and supplemented Law on Credit Institutions No.17/2017/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam on November 20th, 2017;*
- *Decree No.71/2017/ND-CP dated 06/06/2017 by the Government about guidelines on corporate governance of public companies;*
- *Circular No.06/2010/TT-NHNN dated 26/02/2010 by the State Bank of Vietnam about guiding the organization, governance, administration, charter capital, transfer of shares and supplementation and modification of licenses and charters of commercial banks;*
- *Document No.324/NHNN-TTGSNH dated 18/01/2012 by the State Bank of Vietnam about approval of expected personnel for credit institutions, overseas bank branches;*
- *Document No.649/ NHNN-TTGSNH dated 25/01/2013 by the State Bank of Vietnam about adjustment of some contents in Document No.324/NHNN-TTGSNH dated 18/01/2012;*
- *Charter on organization and operation of the JSC Bank for Foreign Trade of Vietnam which has been approved by 2016 Annual General Shareholders Meeting by Resolution No.09/TN2016/NQ-ĐHĐCĐ dated 15/04/2016 and of which the registration is confirmed by the State Bank of Vietnam in Document No. 880/NHNN-TTGSNH dated 17/02/2017.*
- *Regulation on Internal Corporate Governance of the JSC Bank for Foreign Trade of Vietnam which has been issued in attachment with Decision No. 620/QĐ-NHNT.HDQT dated 31/10/2012 by the Board of Directors;*
- *Notice No.4246/VCB-CL&TKTH dated 23/03/2018 by the JSC Bank for Foreign Trade of Vietnam BOD about election of member of Supervisory Board for the term 2018-2023;*
- *Document submission result of Supervisory Board nomination for the term 2018–2023;*

- Document No.... dated ... by the SBV about approval of expected personnel to be nominated to Supervisory Board for the term 2018-2023,

The JSC Bank for Foreign Trade of Vietnam hereby submits to the AGM for consideration and approval as follows:

1. Approve the number of members of the Supervisory Board of the JSC Bank for Foreign Trade of Vietnam for the office term 2018-2023: 05 members.
2. Approve the number of members to be elected to the Supervisory Board of the JSC Bank for Foreign Trade of Vietnam for the office term 2018-2023 at 2018 AGM: 04 members.
3. Approve the office term of the Supervisory Board: 05 year (2018-2023);
4. Approve the list of nominees for Supervisory Board members as follows:

No	Name	Current titles (at Vietcombank)	Nominated titles
1	Truong Le Hien	Head of the Supervisory Board (SB)	Head of the SB
2	La Thi Hong Minh	Member of the SB	Member of the SB
3	Do Thi Mai Huong	Member of the SB	Member of the SB
4	Vu Thi Bich Van	Member of the SB	Member of the SB

Curriculum Vitae of Supervisory Board member nominees are attached herewith.

The Board of Directors requests that the General Shareholders Meeting approves the aforementioned proposals./.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

Nghiem Xuan Thanh

CURRICULUM VITAE OF ELECTION OF MEMBER OF SUPERVISORY BOARD FOR THE TERM 2018 - 2023

1. Curriculum Vitae of Ms. Truong Le Hien

- Date of Birth: 18th October, 1965
- Nationality: Vietnam
- Educational background: Master of Development Economics
- Professional background:

Year	Title, Position, Company
02/1988 – 04/1997	Officer at Vietcombank
05/1997 – 08/2001	Deputy Director of Foreign Currency Trading Department at Vietcombank
08/2001 – 08/2005	Director of Treasury Back Office at Vietcombank
09/2005 – 05/2008	Director of Internal Audit department – Supervisory Board Member of Supervisory Board at Vietcombank
06/2008 – Now	Head of Supervisory Board at Vietcombank

2. Curriculum Vitae of Ms. Do Thi Mai Huong

- Date of Birth: 06th December, 1974
- Nationality: Vietnam
- Educational background: Master of Economics
- Professional background:

Year	Title, Position, Company
12/1992 – 06/1996	Bachelor at Foreign Trade University
06/1996 – 01/1997	Officer at Denisys Ltd.co
02/1997 – 03/1997	Officer of International Relationship Department at Vietcombank
03/1997 – 08/2005	Officer of Credit Management Department at Vietcombank
09/2005 – 06/2006	Member of Supervisory Board at Vietcombank
07/2006 – 05/2008	Member of Supervisory Board at Vietcombank and Member of Supervisory Board at Vietcombank Leasing
06/2008 – 01/2009	Member of Supervisory Board at Vietcombank and Member of Supervisory Board at Vietcombank Leasing
09/2010 – Now	Deputy Director of Operational Supervisory Department, Member of Supervisory Board at Vietcombank and Member of Supervisory Board at Vietcombank Leasing

3. Curriculum Vitae of Ms. La Thi Hong Minh

- Date of Birth: 22nd February, 1973

- Nationality: Vietnam
- Educational background: Master of Economics
- Professional background:

Year	Title, Position, Company
12/1994 – 07/1996	Officer of Transaction Office 2 of Operation Center at Vietcombank
08/1996 – 04/2005	Officer of Financial Accounting Department of Head Office at Vietcombank
05/2005 – 08/2005	Member of Supervisory Board at Vietcombank
09/2005 – 05/2008	Member of Supervisory Board and Deputy Director of Internal Audit Department at Vietcombank
06/2008 – 08/2010	Member of Supervisory Board, Director of Internal Audit Department at Vietcombank
09/2010 – Now	Member of Supervisory Board and Director of Operational Supervisory Department at Vietcombank

4. Curriculum Vitae of Ms. Vu Thi Bich Van

- Date of Birth: 09th February, 1964
- Nationality: Vietnam
- Educational background: Master of Banking and Finance
- Professional background:

Year	Title, Position, Company
08/1987 – 03/1990	Officer of Operation Center I at Vietinbank
04/1990 – 05/1999	Officer of Financial Management Office - Finance & Accounting Department at The State Bank of Vietnam
06/1999 – 04/2002	Deputy Director of Finance of SOE in Banking Industry Office – Finance & Accounting Department at The State Bank of Vietnam
05/2002 – 12/2008	Deputy Director of Financial Management Office - Finance & Accounting Department at The State Bank of Vietnam
01/2009 – 05/2010	Director of Financial Management Office - Finance & Accounting Department at The State Bank of Vietnam
06/2010 – Now	Deputy Director – Deputy Party Secretary - Finance & Accounting Department at The State Bank of Vietnam Member of Supervisory Board (since 04/2011) at Vietcombank

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Hanoi, April 27th, 2018

DRAFT

REGULATION
**ON ELECTION OF MEMBERS OF THE SUPERVISORY BOARD OF JOINT STOCK
COMMERCIAL BANK FOR FOREIGN TRADE OF VIETNAM**

Pursuant:

- *The Law on Credit Institutions No. 47/2010/QH12, ratified by The National Assembly of the Socialist Republic of Vietnam on 16 June 2010;*
- *The Law on Credit Institutions No. 68/2014/QH13, ratified by The National Assembly of the Socialist Republic of Vietnam on 26 November 2014 and relevant implementation guidelines*
- *Law on amendments of the Law on Credit institutions No.17/2017/QH14, ratified by the National Assembly of the Socialist Republic of Vietnam on 20 November 2017;*
- *Decree No 71/2017/NĐ-CP on instruction of corporate governance applicable for public companies dated 06 June 2017 of the Government;*
- *Circular No. 06/2010/TT-NHNN dated 26 February 2010 of the State Bank of Vietnam guiding the organization, governance, administration, charter capital, transfer of shares, Business License and Charter revision of banks;*
- *Official Document No. 324/NHNN-TTGSNH dated 18 January 2012 of the State Bank of Vietnam approving the list of expected personnel for credit institutions and foreign bank's branches;*
- *Official Document No. 649/NHNN-TTGSNH dated 25 January 2013 of the State Bank of Vietnam amending and supplementing a number of articles of Official Document No. 324/NHNN-TTGSNH dated 18 January 2012;*
- *Charter on the organization and operation of JSC Bank for Foreign Trade of Vietnam approved by the Annual General Shareholders Meeting at Resolution No. 09/TN2016/NQ-DHDCD dated 15 April 2016 and registered at the State Bank of Vietnam by the registration confirmation No. 880/NHNN-TTGSNH dated 17 February 2017;*
- *Regulations on internal corporate governance of JSC Bank for Foreign Trade of Vietnam issued with Decision No.620/QĐ-NHNT.HDQT on 31 October 2012 of the Board of Directors of JSC Bank for Foreign Trade of Vietnam.*

I. Nomination for the Supervisory Board members:
1. Number of members of the Supervisory Board:

Total number of Vietcombank's Supervisory Board members for the term of 2018-2023 at 2018 AGM is tentatively 04 members.

2. *The office term of members of the Supervisory Board:*

The office term of members of the Supervisory Board shall be 5 years (2018-2023).

3. *Criteria and conditions to become a member of the Supervisory Board:*

3.1 *The following persons shall not be the Supervisory Board members¹:*

- a) Minors and those whose capacity for civil acts is restricted or lost;
- b) Those who are currently examined for penal liability or serving criminal sentences or decisions of the court;
- c) Those who were convicted of serious or more serious crimes;
- d) Those who were convicted of crimes of infringement upon ownership whose criminal records have not been written off;
- e) Cadres, civil servants, managers of division or higher level of enterprises in which the State holds 50% or more of the charter capital, except those appointed to represent the State's capital share in Vietcombank;
- f) Officers, non-commissioned officers, professional servicemen and defense workers of agencies and units under the Vietnam People's Army; officers, professional noncommissioned officers of agencies and units under the Vietnam People's Police, except those appointed to represent the State's capital share in Vietcombank;
- g) Those who are banned from acting as managers and executives under the laws on cadres and civil servants and on Corruption Prevention;
- h) Those who used to be owners of private enterprises, partners of partnerships, General Directors (Directors), members of Board of Directors, Members' Councils and Supervisory Board of enterprises, chairmen and members of cooperative management board at the time enterprises or cooperatives are declared bankrupt, except cases of bankruptcy in force majeure circumstances;
- i) Those who used to be representatives-at-law of enterprises at the time these enterprises are suspended from operation or compelled to dissolve due to their serious violations of law, except cases in which the representatives-at-law are recommended by competent state agencies to reorganize and consolidate those enterprises;
- j) Those who were once suspended from holding the title of chairman of the Board of Directors, member of the Board of Directors, Head of the Supervisory Board,

¹ Article 33 of the Law on Credit Institutions 2010 (Law on amendments of Law on Credit Institutions 2017)

member of the Supervisory Board, General Director of Vietcombank under Article 37 of the Law on Credit Institutions 2010 or being determined by competent authority that such person has committed the offense, resulting in to the credit institution's license being revoked.

- k) Affiliated persons of members of the Board of Directors or General Director of Vietcombank shall not be members of the Supervisory Board;
- l) Those who are liable under the Inspection's conclusion that lead to sanctionary administrative fine of credit institutions and foreign bank's branch in the monetary market and banking sector with the highest fine for action of violating the regulations on certificate, governance, management, share, stock, capital contribution, share purchase, credit granting, corporate bond purchase, safety ratio as prescribed by legal regulations on penalty for administrative violation in the monetary market and banking sector.
- m) Other cases defined under the laws and in the Vietcombank's Charter.

3.2 Cases banned from concurrently being as members of the Supervisory Board²:

A member of the Supervisory Board may not concurrently be:

- a) Member of the Board of Directors or of Members' Council, executive or employee of Vietcombank or its subsidiary, or employee of an enterprise whose member of the Board of Directors, executive or major shareholder is a member of the Board of Directors or the General Director of Vietcombank;
- b) Member of the Board of Directors or of Members' Council or executive of an enterprise whose Supervisory Board's member is currently a member of the Board of Directors or executive of Vietcombank.
- c) Head of the Supervisory Board may not concurrently be member of the Supervisory Board or executive of other credit institution.

3.3 Criteria and conditions for members of the Supervisory Board³:

The Supervisory Board member shall have to satisfy all the following criteria and conditions:

- a) Being 21 years of age or more, having full capacity for civil acts and not belonging to the category of persons stated at section 3.1, 3.2 above;
- b) Being healthy, possessing professional code of ethics;
- c) Having a university degree or higher specialized in economics, law or domains that he/she is responsible for; having at least three (3) years working in the field of banking, finance, accounting or auditing;

² Article 34 of the Law on Credit Institution 2010

³ Article 50 of the Law on Credit Institution and Article 67 of Vietcombank's Charter

- d) Not being a related person of a executive of Vietcombank;
- e) The full-time member of the Supervisory Board must reside in Vietnam during his or her term of office;
- f) Other cases defined under the laws.

3.4 *A person nominated to serve as member of Vietcombank's Supervisory Board:* must receive with written approval from the State Bank of Vietnam and fully meet the criteria and conditions under the provision of law and the charter on organization and operation of Vietcombank during his/her office term.

II. Dossiers of nomination of candidate for the Supervisory Board:

1. Shareholder or group of shareholders that are qualified for nominating and have desires to nominate a member of the Supervisory Board must submit dossiers to Vietcombank, including the following documents:
 - a) Notice on nomination of candidate must be sent to Vietcombank's Board of Directors (03 copies);
 - b) Curriculum vitae of the candidate (03 copies);
 - c) Judicial record card of the candidate (03 copies);
 - d) For candidates whose nationality is not Vietnamese, the judicial record card (or equivalent document) must be issued by a competent agency of the country where the foreigner resides before coming to Vietnam. For a foreigner who has resided in Vietnam for at least full 6 months, his/her judicial record card issued by Vietnam Justice Department of the locality where he/she resides is required;
 - e) Certified copies of degrees and documents showing qualifications of the candidate in accordance with the provisions (03 copies per document);
 - f) Report on the candidate's related interests under the provisions of Article 39 of the Law on Credit institutions 2010 and Article and Article 159 of the Law on Enterprise 2014 (03 copies);
 - g) Statement of related person of candidates under the provisions of Item 28, Article 4 of the the Law on Credit institutions 2010 (03 copies).

Note: *Forms are provided at Vietcombank webpage:*

<http://www.vietcombank.com.vn/Investors/Information.aspx>

2. Every document is to be written in Vietnamese. Documents created in foreign countries are to be consularly legalized and translated into Vietnamese. Copies in

Vietnamese and Vietnamese translated versions of foreign documents are to be certified by relevant authority in accordance with the Law.

III. Location and time for submission of dossiers nominating candidate for the Supervisory Board:

1. Location and time for submission of dossiers nominating candidate for the Supervisory Board under the provisions of Clause II of this regulation must be sent directly or by post (with guarantee) to the following address:

Joint Stock Commercial Bank for Foreign Trade of Vietnam (Vietcombank)
Strategic Planning and Board of Directors Secretariat
18th floor, Vietcombank Tower, 198 Tran Quang Khai Street, Hoan Kiem District, Hanoi;
Tel: 024 39343137 (ext: 1822, 1507, 1509, 1530)

2. Deadline for submission: No later than 17h00, Wednesday 11/04/2018. Submissions received after 17h00, Wednesday 11/04/2018, will not be considered.

IV. Principles of the voting in election of the Supervisory Board:

1. The election voting shall be implemented according to the method of cumulative voting. Accordingly, each shareholder has total number of votes corresponding to the total owned shares multiplied by the number of elected members of Board of Directors. Shareholders has the right to cumulate all votes for one candidate or divide his/her votes for one or more candidates;
2. The candidates are elected according to the number of votes, ranking from high to low until enough members are chosen for the Supervisory Board and has to accumulate more than 51% of all voting shares out of all attending shareholders. In case where two or more candidates reach the same number of votes for the last member of Supervisory Board , they shall be re-elected;
3. Shareholders write the number of votes they give to a candidate on the “Number of votes’ column;
4. If shareholders do not vote for one or more candidates, leave the “Number of votes” column blank or cross it.
5. The total number of votes given by one shareholder must not exceed the total number of votes he/she is allowed to give (number of shares x number of electees);
6. Names of candidates are already printed on the voting slip.

V. Announcement of election result:

1. Based on the vote counting record, the Counting committee will announce the result of election of the members of the Supervisory Board at the Meeting;
2. The outcome of the election will be recorded in the Meeting's Resolution.

VI. Effectiveness:

This regulation will be immediately effective after it is ratified and approved in the 2018 Annual General Shareholders Meeting. It is only applicable for the election of members of the Supervisory Board in the term of 2018-2023./.

**ON BEHALF OF THE GENERAL
SHAREHOLDERS MEETING
CHAIRPERSON**